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ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

1995

PM

December 8, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement, with Schedule 804, dated as of November 27, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement duly filed with the Commission under Recordation Number 19370.

The names and addresses of the parties to the enclosed document are:

Lessor: Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856-5151

Lessee: Crystal Car Line, Inc.
6500 Archer Road
Argo-Summit, Illinois 60501

A description of the railroad equipment covered by the enclosed document is:

forty-seven (47) tank cars bearing CCLX reporting marks and road numbers as set forth on Exhibit A attached thereto.

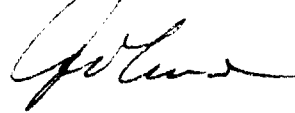
Counterpart - Jim Bertman

Mr. Vernon A. Williams
December 8, 1995
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in dark ink.

Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

12/8/95

Office Of The Secretary

Robert Wl Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/8/95 at 12:05PM , and assigned recordation number(s). 19370-C.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100883050)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

9370-0
1995 PM

**MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT**

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 7742695 (the "Lease Agreement") dated as of April 4, 1995, and that certain Lease Schedule No. 804 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and Crystal Car Line, Inc. ("Lessee"), having its principal place of business located at 6500 Archer Road, Argo-Summit, Illinois 60501, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this 27th day of November 1995.

PITNEY BOWES CREDIT CORPORATION

BY: *Michael J. [Signature]*

ITS: *Michael J. [Signature]*
VICE PRESIDENT
Credit/Operations

CRYSTAL CAR LINE, INC.

BY: *Ellen [Signature]*

ITS: *President*

EXHIBIT A

FORTY SEVEN (47) NEW TRINITY \$17,574 GALLON COILED AND INSULATED RAILROAD TANK CARS MODEL # 36-176-6, DOT 111A100W3 WITH CARBOLINE 891 LINERS BEARING THE FOLLOWING REGISTRATION NUMBERS:

REPORTING MARKS: CCLX

898	926	944	964	985
904	928	946	968	986
906	930	950	969	990
907	932	951	970	991
913	933	952	971	992
914	936	954	973	994
916	939	955	974	998
918	940	959	981	
920	941	960	982	
921	942	961	984	

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Connecticut)
County of Fairfield) SS:

On this 27th day of November, 1995, before me personally appeared Michael J. Leyh, to me personally known, who being by me duly sworn, says that he is the Vice President Credit/Operations of Pitney Bowes Credit Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Aida Velazquez
Signature of Notary Public

My commission expires AIIDA VELAZQUEZ
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT. 31, 1999

Seal

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Illinois)
)
County of Will) SS:

On this 27 day of November, 1995, before me personally appeared Edward A. Ruske, to me personally known, who being by me duly sworn, says that he is the President of Crystal Car Line, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Diane Atsales
Signature of Notary Public

My commission expires July 22, 1997

Seal